Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Previously Presented) A compound having the formula:

(I)

wherein:

- L² and L⁴ are members independently selected from a bond, substituted or unsubstituted alkylene, and substituted or unsubstituted heteroalkylene;
- L³ is a member selected from a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, -C(O)-, -C(O)NH-, and -S(O)_u-, wherein u is 0, 1, or 2;
- the dashed lines a and b are optionally a bond, wherein if R^2 is =0, =N-OR^{2A}, or =CR^{2B}R^{2C}, then R^1 is absent. L^2 is a bond, and a is a bond attached directly to R^2 ;
- R¹ is absent or a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;
- R² is a member selected from =O, =N-OR^{2A}, =CR^{2B}R^{2C}, hydrogen, -OR^{2D}, -C(O)R^{2D}, -C(O)R^{2D}, -C(O)NR^{2E}R^{2F}, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein
 - R^{2A}, R^{2B}, R^{2C} and R^{2D} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted

> heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

- R^{2E} and R^{2F} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heterocycloalkyl, -S(O)_mR^{2EI} and -S(O)_mNR^{2E2}R^{2E3}, wherein
 - R^{2E} and R^{2F} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, and
 - R^{2EI}, R^{2E2}, and R^{2E3} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, and

m is 0, 1, or 2,

wherein R² and R¹ are optionally joined to form a substituted or unsubstituted ring:

R³ is a member selected from substituted or unsubstituted higher alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

R4 has the formula:

$$-x$$
 $-(R^{4G})_w$ (V)

wherein

R^{4G} is a member independently selected from hydrogen, halogen, -OH, -COOH, -CF₃, -NH₂, -SH, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

A is a substituted or unsubstituted ring selected from substituted or unsubstituted (C₃-C₇) cycloalkyl, substituted or unsubstituted 3-7 membered Appl. No. 10/596,998

is a bond.

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heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroarvl:

X is a member selected from a bond, -S(O),-, and -S(O), NR⁴¹-, wherein R⁴¹ is a member selected from hydrogen, substituted or unsubstituted alkyl, and substituted or unsubstituted heteroalkyl, and

v is 0, 1, or 2; and

w is an integer from 1 to 5.

- 2. (Original) The compound of claim 1, wherein
- R² is a member selected from =O, =N-OR^{2A}, -OR^{2D}, -NR^{2E}R^{2F}, substituted or unsubstituted (C1-C10) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C3-C7) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl. and substituted or unsubstituted heteroaryl, wherein
 - R^{2A} and R^{2D} are members independently selected from hydrogen and substituted or unsubstituted (C1-C10) alkyl, and
 - R^{2E} and R^{2F} are members independently selected from hydrogen and substituted or unsubstituted (C1-C10) alkyl.
- (Original) The compound of claim 1, wherein 3. R2 is a member selected from =O, =N-OR2A, and -OR2D, wherein

R2A and R2D are members independently selected from hydrogen and unsubstituted (C1-C5) alkyl.

- (Original) The compound of claim 1, wherein R² is =O and the dashed line b 4.
- (Original) The compound of claim 1, wherein R1 is absent or is a member 5. selected from hydrogen and substituted or unsubstituted alkyl.
- (Original) The compound of claim 1, wherein R¹ is absent or is a member selected from hydrogen, methyl, and -C≡C-CH3.
 - (Original) The compound of claim 1, wherein R1 is absent. 7.

- 8. (Original) The compound of claim 1, wherein R³ is a member selected from substituted or unsubstituted (C₁-C₁₀) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C₂-C₇) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted or unsubstituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.
 - (Original) The compound of claim 1, wherein R³ has the formula:

$$(R_{3D})^d$$

wherein

q is an integer selected from 1 to 5; and

R^{3D} is a member independently selected from hydrogen, halogen, -OH, -COOH, -CF₃, -NH₂, -SH, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, -NR^{3D1}R^{3D2}, -OR^{3D3}, -C(O)NR^{3D4}R^{3D3}, and -C(O)R^{3D6}, wherein

R^{3D1}, R^{3D2}, R^{3D3}, R^{3D4}, R^{3D5}, and R^{3D6} are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R^{3D1} and R^{3D2} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, and

R^{3D4} and R^{3D5} are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached.

- 10. (Original) The compound of claim 9, wherein
- q is an integer selected from 1 to 3; and
- R^{3D} is a member independently selected from hydrogen, substituted alkyl, substituted or unsubstituted heteroalkyl, substituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted aryl, and substituted or unsubstituted heteroaryl.

11. (Original) The compound of claim 9, wherein

alkyl, R³⁰⁷-substituted or unsubstituted 2-10 membered heteroalkyl, R³⁰⁷-substituted or unsubstituted (C₃-C₈) cycloalkyl, R³⁰⁷-substituted or unsubstituted 3-8 membered heterocycloalkyl, R³⁰⁸-substituted or unsubstituted aryl, R³⁰⁸-substituted or unsubstituted aryl, R³⁰⁸-substituted or unsubstituted heteroaryl, -NR³⁰¹R³⁰², -OR³⁰³, -C(O)NR³⁰⁴R³⁰⁵, and -C(O)R³⁰⁶, wherein R³⁰¹, R³⁰², R³⁰³, R³⁰⁴, R³⁰⁵, and R³⁰⁶ are members independently selected from hydrogen, R³⁰⁷-substituted or unsubstituted alkyl, R³⁰⁷-substituted or unsubstituted heteroalkyl, R³⁰⁷-substituted or unsubstituted cycloalkyl, R³⁰⁷-substituted or unsubstituted aryl, and R³⁰⁸-substituted or unsubstituted heteroaryl, wherein R³⁰¹ and R³⁰² are optionally joined with the nitrogen to which they

R^{3D} is a member independently selected from hydrogen, R^{3D7}-substituted (C₁-C₁₀)

or R^{3D8} -substituted or unsubstituted heteroaryl, and wherein R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D7} -substituted or unsubstituted heterocycloalkyl,

or R3D8-substituted or unsubstituted heteroaryl.

are attached to form a R3D7-substituted or unsubstituted heterocycloalkyl,

wherein

- R^{3D7} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, R^{3D9}-substituted or unsubstituted (C₁-C₁₀) alkyl, R^{3D9}-substituted or unsubstituted (C₂-C₃) eycloalkyl, R^{3D9}-substituted or unsubstituted (C₃-C₃) eycloalkyl, R^{3D9}-substituted or unsubstituted 3-8 membered heterocycloalkyl, R^{3D10}-substituted or unsubstituted aryl, and R^{3D10}-substituted or unsubstituted aryl, and R^{3D10}-substituted or unsubstituted heteroaryl, and
- R^{3D8} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, R^{3D9}-substituted or unsubstituted (C₁-C₁₀) alkyl, R^{3D9}-substituted or unsubstituted 2-10 membered heteroalkyl, R^{3D9}-substituted or unsubstituted (C₃-C₈) cycloalkyl, R^{3D9}-substituted or unsubstituted 3-8 membered heterocycloalkyl, R^{3D9}-substituted or unsubstituted aryl, and R^{3D10}-substituted or unsubstituted heteroaryl.

R^{3D9} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl, and R^{3D10} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl.

12. (Original) The compound of claim 11, wherein R³ has the formula:

$$\mathbb{R}^{3D}$$
 (IV),

wherein

R^{3D} is a member selected from hydrogen, R^{3D7}-substituted (C₁-C₅) alkyl, R^{3D7}-substituted or unsubstituted 2-5 membered heteroalkyl, R^{3D7}-substituted (C₅-C₇)cycloalkyl, R^{3D7}-substituted or unsubstituted 5-7 membered heterocycloalkyl, R^{3D8}-substituted aryl, R^{3D8}-substituted or unsubstituted heteroaryl, -NR^{3D1}R^{3D2}, -OR^{3D3}, -C(O)NR^{3D4}R^{3D5}, and -C(O)R^{3D6}.

- 13. (Original) The compound of claim 12, wherein R^{3D} is a member selected from -NR^{3D1}R^{3D2}, -OR^{3D3}, -C(O)NR^{3D4}R^{3D5}, and R^{3D7}-substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein
 - R^{3D1} and R^{3D2} are members independently selected from hydrogen, R^{3D7}-substituted alkyl, R^{3D7}-substituted or unsubstituted heteroalkyl, R^{3D7}-substituted or unsubstituted heterocycloalkyl, and R^{3D8}-substituted or unsubstituted heteroaryl, wherein R^{3D1} and R^{3D2} are optionally joined with the nitrogen to which they are attached to form a R^{3D7}-substituted or unsubstituted heterocycloalkyl, or R^{3D8}-substituted or unsubstituted heterocycloalkyl, or R^{3D8}-substituted or unsubstituted heteroaryl, wherein said ring optionally comprises an additional ring heteroatom; and
 - $R^{3D3},\,R^{3D4}$ and R^{3D5} are members independently selected from

hydrogen,

R^{3D7}-substituted or unsubstituted heteroalkyl comprising a nitrogen heteroatom, R^{3D7}-substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen,

- R^{3D8}-substituted or unsubstituted heteroaryl comprising a ring nitrogen, and alkyl substituted with a R^{3D9}-substituted or unsubstituted heteroalkyl comprising a nitrogen heteroatom, R^{3D9}-substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, or R^{3D10}-substituted or unsubstituted heteroaryl comprising a ring nitrogen,
- wherein R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D7}-substituted or unsubstituted heterocycloalkyl, or R^{3D8}-substituted or unsubstituted heteroaryl, wherein said ring optionally comprises a heteroatom.
- 4. (Original) The compound of claim 13, wherein
- R^{3D1} and R^{3D2}, and R^{3D4} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D7}-substituted or unsubstituted heterocycloalkyl comprising an additional heteroatom, or R^{3D8}-substituted or unsubstituted heteroaryl comprising an additional heteroatom.
- 15. (Original) The compound of claim 14, wherein R^{3D1} and R^{3D2}, and R^{3D3} and R^{3D5} are optionally joined with the nitrogen to which they are attached to form a R^{3D8}-substituted or unsubstituted oxazolyl, imidazolyl, thiazolyl, isooxazolyl, pyrazolyl, isothiazolyl, purinyl, pyradizinyl, pyrazinyl, or quinoxalinyl.

16.-18. (Canceled)

19. (Previously Presented) The compound of claim 1, wherein R^{4G} is a member independently selected from hydrogen, halogen, -OH, -COOH, -CF₃, -NH₂, -SH, R^{4G1}-substituted or unsubstituted alkyl, R^{4G1}-substituted or unsubstituted heteroalkyl, R^{4G1}-substituted or unsubstituted or unsubstituted aryl, and R^{4G2}-substituted or unsubstituted aryl, and R^{4G2}-substituted or unsubstituted heteroaryl, wherein R^{4G1} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, R^{4G3}-substituted or unsubstituted (C₁-C₁₀) alkyl, R^{4G3}-substituted or unsubstituted (C₂-C₈) cycloalkyl, R^{4G3}-substituted or unsubstituted (C₃-C₈) cycloalkyl, R^{4G3}-substituted or unsubstituted 3-8 membered

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heterocycloalkyl, R^{4G4}-substituted or unsubstituted aryl, and R^{4G4}-substituted or unsubstituted heteroaryl, and

- $R^{4G2} \ is \ a \ member \ selected \ from \ halogen, -OH, -COOH, -CF_3, -NH_2, -SH, \ R^{4G3} \ substituted \ or \ unsubstituted \ (C_1-C_{10}) \ alkyl, \ R^{4G3} \ substituted \ or \ unsubstituted \ 2-10 \ membered \ heteroalkyl, \ R^{4G3} \ -substituted \ or \ unsubstituted \ (C_3-C_8) \ cycloalkyl, \ R^{4G3} \ -substituted \ or \ unsubstituted \ 3-8 \ membered \ heterocycloalkyl, \ R^{4G4} \ -substituted \ or \ unsubstituted \ aryl, \ and \ R^{4G4} \ -substituted \ or \ unsubstituted \ heteroaryl,$
- R^{4G3} is a member selected from halogen, oxo, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl, and R^{4G4} is a member selected from halogen, -OH, -COOH, -CF₃, -NH₂, -SH, unsubstituted (C₁-C₁₀) alkyl, unsubstituted 2-10 membered heteroalkyl, unsubstituted (C₃-C₈) cycloalkyl, unsubstituted 3-8 membered heterocycloalkyl, unsubstituted aryl, and unsubstituted heteroaryl.
- 20. (Original) The compound of claim 19, wherein A is a member selected from phenyl, pyrazolyl, furanyl, imidazolyl, isoxazolyl, oxadiazolyl, oxazolyl, pyrrolyl, pyridyl, pyrazyl, pyrimidyl, pyridazinyl, thiazolyl, isothioazolyl, triazolyl, thienyl, triazinyl, thiadiazolyl, dioxolanyl, dioxanyl, trioxanyl, tetrahydrothienyl, tetrahydrofuranyl, tetrahydrothiophenyl, tetrahydropyranyl, tetrahydrothiopyranyl, pyrrolidinyl, morpholino, piperidinyl, and piperazinyl.
 - 21. (Previously Presented) The compound of claim 1, wherein R^{4G} is selected from hydrogen, substituted (C₁-C₅) alkyl, substituted or unsubstituted 2-5 membered heteroalkyl, substituted (C₅-C₇)cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted aryl, and substituted or unsubstituted heteroaryl;
 - A is a substituted or unsubstituted ring selected from substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl; and

R41 is hydrogen.

- $\mbox{\bf 22.} \qquad \mbox{(Previously Presented) The compound of claim 1, wherein R^{4G} is a branched or unbranched (C_1-C_{10})alkyl. }$
 - 23. (Previously Presented) The compound of claim 1, wherein X is -S(O)2-.
 - 24. (Previously Presented) The compound of claim 1, wherein
 - L², L³ and L⁴ are members independently selected from a bond and unsubstituted (C₁-C₅) alkylene.
 - 25. (Previously Presented) The compound of claim 1 wherein the dashed line b is a bond;

$$R^2$$
 is =O;

R3 is substituted or unsubstituted benzyl;

R^{4G} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

X is -S(O)2-;

W is 1;

L3 is a bond; and

L4 is a bond.

26. (Original) The compound of claim 1 having the formula:

27. (Original) The compound of claim 1 having the formula:

(XI).

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28 (Original) The compound of claim 1 having the formula:

29. (Previously Presented) The compound of claim 1 having the formula:

$$\bigcap_{N-X-A}^{R-4G}$$

wherein

R4G is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

and

- X is a member selected from a bond, -S(O)2-, and -S(O)2NR41-, wherein R4I is a member selected from hydrogen, substituted or unsubstituted alkyl, and substituted or unsubstituted heteroalkyl.
- (Original) A method of treating a disorder or condition through modulating a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.
- 31. (Original) A method of treating a disorder or condition through antagonizing a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.
- (Original) A method of modulating a glucocorticoid receptor including the 32. steps of contacting a glucocorticoid receptor with the compound of claim 1 and detecting a change in the activity of the glucocorticoid receptor.

- (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and the compound of claim 1.
 - 34. (Previously Presented) The compound of claim 1 having the formula:

wherein

R^{4A} is selected from the group consisting of cycloalkyl, heterocycloalkyl, aryl, and heteroaryl.

 ${\bf 35.}^{-} \quad \hbox{(Previously Presented) The compound of claim 1, selected from the group consisting of:}$

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